

EXHIBIT 12

CHARITABLE DAF HOLDCO, LTD
(THE "COMPANY")

WRITTEN RESOLUTIONS OF THE SOLE DIRECTOR
OF THE COMPANY DATED NOVEMBER 30, 2011

1. **PARTIPATING SHARE TRANSFER UPON DISSOLUTION OF THE HIGHLAND CAPITAL MANAGEMENT PARTNERS CHARITABLE TRUST #2**


1.1 **IT IS NOTED** that the Director has received a duly executed share transfer form relating to the proposed transfer by The Highland Capital Management Partners Charitable Trust #2 of 100 Participating Shares to each of the three transferees listed below upon the dissolution of The Highland Capital Management Partners Charitable Trust #2.

1.2 **IT IS RESOLVED** that:

- (a) the following share transfers (the "**Transfers**") be approved with effect from the date of dissolution of The Highland Capital Management Partners Charitable Trust #2 on November 30, 2011:

TRANSFEROR	TRANSFeree	NO OF SHARES
The Highland Capital Management Partners Charitable Trust #2	Highland Kansas City Foundation, Inc.	100 Participating Shares
The Highland Capital Management Partners Charitable Trust #2	Highland Dallas Foundation, Inc.	100 Participating Shares
The Highland Capital Management Partners Charitable Trust #2	Highland Santa Barbara Foundation, Inc.	100 Participating Shares

- (b) Walkers Corporate Services Limited be instructed to update the Register of Members of the Company to reflect the Transfers.



Grant Scott
Director